State of Idaho

Department of State

CERTIFICATE OF AUTHORITY
OF

GENERAL FELT INDUSTRIES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GENERAL FELT INDUSTRIES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to GENERAL FELT INDUSTRIES, INC. to transact business in this State under the name GENERAL FELT INDUSTRIES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: August 10, 1993



Tite of Cenarrusa SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of idaho

Aug 10 2 38 PH '93

SEGRETARY OF STATE

Pursuant to Section 30-1-110, Idaho Code, the undersigned a Authority to transact business in your State, and for that purp	Corporation hereby applies for a Certificate of ose submits the following statement:
The name of the corporation isGeneral Felt In	dustries. Inc.
The name which it shall use in Idaho isGeneral_Fe	lt Industries, Inc.
(To be used only when required to avoid a conflict with a name air Directors resolution adopting assumed name in Idaho.)	eady on file. Must be accompanied by a Board of
it is incorporated under the laws of <u>Delaware</u>	
The date of its incorporation isTuly 8, 1988	
if other than perpetual, isN/A	
The address of its principal office in the state or country und	er the laws of which it is incorporated is
c/o The Corporation Trust Company, 12	09 Orange Street, Wilmington,
The address to which correspondence should be addressed	
Tambra S. King. c/o '21' International Suite 5900, New York	
The street address of its proposed registered office in Idaho) is
c/o The Prentice-Hall Corporation Sys 877 Main Street, Boise, Idaho 83702-	stem, Inc., 5858 and the name of its proposed
registered agent in Idaho at that address is The Prent:	
The purpose or purposes which it is proposed to pursue in t	ne transaction of business in Idaho are:
the designing, engineering, manufact	turing and distribution of
foam and carpet products	
(Continued on reverse)	Secretal VEP SECRETARY BY
Submit applications and certificate of status	19930610 0900 12263 2 CK 8: 10142 CUBT9 1
Office of the Secretary of State	CUMP 10 60.00= 60.00
Division of Corporations	#: C
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See A	ttachment	11.00	
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ated:	7/36/93		
ated:	7/36/93		General Felt Industries, Inc. (Corporation name)
ated:	7/36/93	B	(Corporation name)
		and_	(Corporation name)
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TATE OF	NEW YORK	and) ss:	(Corporation name) Its P)esident/Vice P/fesident (piease specify)
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ATTACHMENT "A"

DIRECTORS AND OFFICERS

OF

GENERAL FELT INDUSTRIES, INC.

DIRECTORS:

Name	Address 823 Waterman Avenue East Providence, RI 02914	
William H. Bundy		
Rocco A. Barbieri	Park 80 Plaza West One Saddle Brook, NJ 07662	
Andrea Farace	153 East 53rd St., Suite 5900 New York, NY 10022	
Robert J. Vanaria	823 Waterman Avenue East Providence, RI 02914	
Barry Zimmerman	153 East 53rd St., Suite 5900 New York, NY 10022	
Marshall S. Cogan	153 East 53rd St., Suite 5900 New York, NY 10022	

OFFICERS:

<u> Xano</u>	Office	Address
William H. Bundy	Chairman of the Board	153 East 53rd Street Suite 5900 New York, NY 10022
Rocco A. Barbieri	Chief Executive Officer and President	Park 80 Plaza West One Saddle Brook, NJ 07662
Don Howell	Senior Vice President	Park 80 Plaza West One Saddle Brook, NJ 07662
Terry J. Kall	Vice President - Marketing	Park 80 Plaza West One Saddle Brook, NJ 07662
Jack Byrne	Vice President - Manufacturing	Park 80 Plaza West One Saddle Brook, NJ 07662

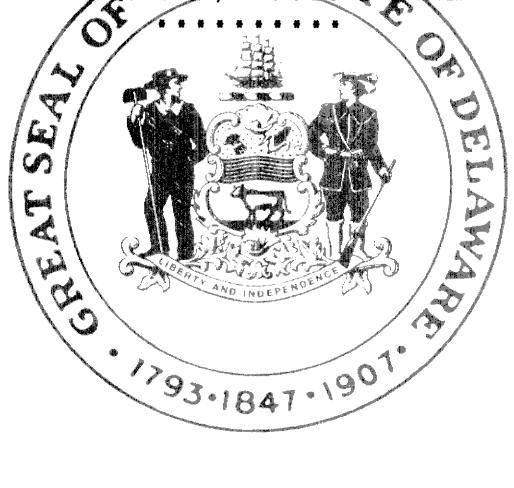
Hane	Office	Address
Donald Mallo	Vice President - Human Resources and Secretary	Park 80 Plaza West One Saddle Brook, NJ 07662
Paul Nunno	Vice President - Information Services	Park 80 Plaza West One Saddle Brook, NJ 07662
Andrew Acampora	Treasurer	Park 80 Plaza West One Saddle Brook, NJ 07662
Sal Giacchi	Controller and Assistant Secretary	Park 80 Plaza West One Saddle Brook, NJ 07662
Robert J. Vanaria	Vice President, Chief Financial Officer and Assistant Secretary	823 Waterman Avenue Providence, RI 02914
Barry Zimmerman	Vice President and Assistant Secretary	153 E. 53rd Street Suite 5900 New York, NY 10022
Robert H. Nelson	Vice President	153 E. 53rd Street Suite 5900 New York, NY 10022
Tambra S. King	Assistant Secretary	153 E. 53rd Street Suite 5900 New York, NY 10022

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State of Delaware

Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY GENERAL FELT INDUSTRIES, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LIGHT CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.





William J. Zuillen

William T. Quillen, Secretary of State

AUTHENTICATION: #4006031

DATE:

08/05/1993